

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION

In re:) Chapter 11
UNION GO-DAIRY, LLC,) Case No. 10-01175-JKC-11
Debtor.)

In re:) Chapter 11
UNION-GO DAIRY LEASING, LLC,) Case No. 10-01703-AJM-11
Debtor.)

MOTION FOR JOINT ADMINISTRATION

Union Go-Dairy, LLC ("Dairy") and Union-Go Dairy Leasing, LLC ("Leasing"; Leasing and Dairy are collectively referred to as "Debtors"), the debtors and debtors in possession in the above captioned chapter 11 cases ("Chapter 11 Cases"), hereby file this motion ("Joint Administration Motion") for entry of an order directing the joint administration of their respective Chapter 11 Cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure ("Bankruptcy Rules") and Rule B-1015-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of Indiana ("Local Bankruptcy Rules") under the Dairy's Chapter 11 Case. The proposed form of the order ("Order") granting this Joint Administration Motion is attached hereto as Exhibit A.

JURISDICTION

1. On February 4, 2010, Dairy filed with the United States Bankruptcy Court for the Southern District of Indiana, Indianapolis Division ("Court"), its voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. as amended ("Bankruptcy Code") commencing its Chapter 11 Case.

2. On February 17, 2010, Leasing filed with the Court its voluntary petition for relief under Chapter 11 of the Bankruptcy Code commencing its Chapter 11 Case.

3. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

4. No trustee or examiner has been appointed, and no committee has yet been appointed or designated in the Chapter 11 Cases.

5. This Court has jurisdiction to consider this Joint Administration Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper before this Court under 28 U.S.C. §§ 1408 and 1409.

6. The statutory bases for the relief sought herein are Bankruptcy Rule 1015(b) and S.D.Ind. B-1015-1.

RELIEF REQUESTED

A. Summary of Relief

7. By this Joint Administration Motion, Debtors seek entry of an order authorizing the joint administration of the Leasing Chapter 11 Case with the Dairy Chapter 11 Case under the case number assigned to the Dairy (10-01175-JKC-11) pursuant to Local Bankruptcy Rule B-1015-1(b)(1). The Debtors request that the caption of their Chapter 11 Cases be modified to reflect the joint administration of the Chapter 11 Cases, as follows:

In re:)	Chapter 11
)	
UNION GO-DAIRY, LLC, et al., ¹)	Case No. 10-01175-JKC-11
)	
Debtors.)	(Jointly Administered)

¹ The Debtor entities are Union Go-Dairy, LLC and Union-Go Dairy Leasing, LLC.

B. Basis for Relief

8. Debtors are filing interrelated plans of reorganization in the Chapter 11 Cases. The respective plans will affect substantially the same creditors in each of the Chapter 11 Cases and the Disclosure Statements concern similar facts and circumstances.

9. The Dairy is a guarantor of the senior secured debt of Leasing and it is the Dairy's operations that are expected to fund the payment of Leasing's allowed claims. Joint administration of the Chapter 11 Cases will save time and resources for all parties in interest. Joint administration of the Debtors' Chapter 11 Cases will streamline the disclosure statement and plan process for both Debtors and their respective creditors and should reduce fees and costs resulting from the administration of these Chapter 11 Cases.

10. The rights of the Debtors' respective creditors will not be adversely affected by the joint administration of these Chapter 11 Cases, because this motion requests only administrative, not substantive, consolidation of the estates. Each of the Debtors' creditors will benefit from the reduced costs as a result of such joint administration. Finally, supervision of the administrative aspects of these Chapter 11 Cases by the Office of the United States Trustee will be simplified.

11. Based on the foregoing, the joint administration of the above-captioned Chapter 11 Cases is in the best interests of the Debtors, their creditors and all parties in interest.

C. Applicable Authority

12. Joint procedural administration of related Chapter 11 Cases is allowed pursuant to Bankruptcy Rule 1015(b) and S.D.Ind. B-1015-1. The relief sought in this Joint Administration Motion is for procedural administration only.

13. Section 1015 of the Bankruptcy Rules provides that, "If a joint petition or two or more petitions are pending in the same court by or against . . . (4) a debtor and an affiliate, the court may order a joint administration of the estates. Prior to entering an order the court shall give consideration to protecting creditors of different estates against potential conflicts of interest."

14. Because upcoming hearings on adequacy of disclosure statements, confirmation hearings, and noticing related thereto will be more efficient and less costly if the Chapter 11 Cases are jointly administered and because no parties in interest will be harmed thereby, the Court has authority to and should order the joint administration of the Chapter 11 Cases.

15. Counsel for Leasing has authorized counsel for Dairy to represent that Leasing supports and consents to this Joint Administration Motion.

NO PRIOR REQUEST

16. No previous request for the relief requested herein has been made to this Court in these Chapter 11 Cases.

WHEREFORE, the Debtors respectfully request that the Court enter an Order (a) authorizing the joint administration of the Dairy Chapter 11 Case with the Leasing Chapter 11 Case under the case number assigned to the Dairy and (b) granting all other proper relief.

Respectfully submitted,

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing was served on the attached service list by (i) electronic mail transmission through the Bankruptcy Court's CM/ECF system, (ii) separate electronic mail transmission, or (iii) first class United States mail, postage prepaid, on the 4th day of August, 2010.

/s/ Terry E. Hall

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